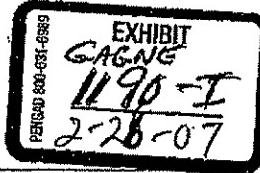


## **Exhibit 32**



**Frank Martinez**

From: Perry Turnbull  
 Sent: Thursday, January 28, 1998 12:19 PM  
 To: Patricia Kartha  
 Cc: Frank Martinez; Gary Hawthorne  
 Subject: FW: NIELSEN ELECTRONICS INSTITUTE

Pat,

I will take your lead on research we need to get done here. Where do you suggest we start?

From: Frank Martinez  
 Sent: Wednesday, January 28, 1998 11:53 AM  
 To: Gary Hawthorne; Perry Turnbull  
 Cc: Patricia Kartha  
 Subject: NIELSEN ELECTRONICS INSTITUTE

Per Andrew's inquiry of you, be advised that Rod Gagne has discussed the issues with Andrew and we are to proceed. The action has been assigned to DUNCAN GRANT, but Rod wants to be the focal point in the beginning. He suggested we get working on starting to provide the 'evidence' needed. I told him that would be a Pat Kartha/Perry Turnbull reconciliation effort, but that I would still be the 'contact' to facilitate the requests/requirements. Fee for this is hourly at \$150-300. per hour, and it's unlimited in terms of time needed, at this point (Rod said he had discussed that with Andrew, as well).

PAT & PERRY: I guess the ball is in your court. I don't even know where to begin. Please advise. Thx!

- 1/29/98- s/w Rod, clms we have 3 alternatives: (1) buy time to sue (extensive & expensive); (2) give all info to NEI; (3) settle by showing the numbers to NEI, which they haven't like, and settle (lit cost \$5,000.). Rod asked me if Aukamp involved and I said not to my knowledge.
- Briefed Gary re conversation w/Rod; he told me AY wants Aukamp involved.
  - Called Bill Aukamp; now involved, per AY's request. I gave him overview of Rod's involvement, and Perry's. He to contact Rod for legal briefing. Will call me back.
  - I briefed Perry re above. He had stated to Pat that we can gather all material with a dedicated temp within 3 weeks; Perry's 'cut' on all this is that we will settle, and we should.
  - I briefed Gary re all of the above.
- Litigator  
Jeff Martin*

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**Frank Martinez**

**From:** Frank Martinez  
**Sent:** Wednesday, January 28, 1998 11:53 AM  
**To:** Gary Hawhorne; Perry Turnbull  
**Cc:** Patricia Kartha  
**Subject:** NIELSEN ELECTRONICS INSTITUTE

Per Andrew's inquiry of you, be advised that Rod Gagne has discussed the issues with Andrew and we are to proceed. The action has been assigned to DUNCAN GRANT, but Rod wants to be the focal point in the beginning. He suggested we get working on starting to provide the 'evidence' needed. I told him that would be a Pat Kartha/Perry Turnbull reconciliation effort, but that I would still be the 'contact' to facilitate the requests/requirements. Fee for this is hourly at \$150-300. per hour, and it's unlimited in terms of time needed, at this point (Rod said he had discussed that with Andrew, as well).  
PAT & PERRY: I guess the ball is in your court. I don't even know where to begin. Please advise. Thx!

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SFC 00360

WSFC0785791



STUDENT FINANCE CORPORATION

January 21, 1998

FAX TO: 215-981-4750

W. Roderick Gagne, Esq.  
Pepper, Hamilton & Sheetz LLP  
3000 Logan Square  
Eighteenth & Arch Streets  
Philadelphia, PA 19103-2799

RE: NIELSEN ELECTRONICS INSTITUTE (NEI)

Dear Rod:

We just received the attached.

Please advise! Thanks.

Sincerely,

cc: Perry R. Turnbull, SVP  
Gary J. Hawthorne, VP

1/21-Rod called but not  
received package sent  
1/19.

Q: Why can't we supply  
the info? Told him  
Perry will fill him  
in.

1/22-Rod called; received package  
He to show it & may suggest  
and "Alt banks" meeting. I told  
GH & PT.

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SFC 00361

01/21/98

10:55

CRITERION INU. INC → SFC-DE

NO. 067 002

cc: *Perry T.***MORRIS, JAMES, HITCHENS & WILLIAMS**

HENRY N. HENDERSON, JR.  
 GEORGE C. MURKIN  
 DAVID C. BROWN  
 WILLIAM P. HITCHENS, JR.  
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January 14, 1998

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 (302) 888-6800

**UPS OVERNIGHT**

Mr. Andrew N. Yao, President  
 Student Finance Corporation  
 Radnor Corporate Center - Bldg. 5  
 #501  
 Radnor, PA 19087

Re: Nielsen Electronics Institute

Dear Mr. Yao:

We represent Nielsen Electronics Institute ("Nielsen"). I write in connection with The Classic Student Loan Program Agreement (the "Agreement") between Nielsen and your company, Student Finance Corporation ("SFC").

This letter is to demand an accounting, together with all the pertinent supporting documentation, with respect to all amounts you assert are owed by or to Nielsen in connection with the Agreement with SFC. Without limiting the generality of the foregoing, such an accounting should include all sums deposited into the Reserve Account, and all sums withdrawn from such Reserve Account.

As you know, Nielsen has been seeking such an accounting for some time, but SFC has not responded appropriately. Therefore, unless an acceptable accounting is received by my firm by January 31, 1998, we will enforce Nielsen's rights under the Agreement, including the institution of litigation.

Very truly yours,

Edward M. McNally

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EMM:cas

SFC 00362

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WSFC0785793

**Frank Martinez.**

**From:** Frank Martinez  
**Sent:** Monday, January 19, 1998 12:16 PM  
**To:** Perry Turnbull  
**Cc:** Gary Hawthorne  
**Subject:** RE: Gagne letter

OK. I'll prepare it formally and cc you & Gary. Thx!

---

**From:** Perry Turnbull  
**Sent:** Monday, January 19, 1998 12:10 PM  
**To:** Frank Martinez  
**Subject:** Gagne letter

It looks good!

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**SFC 00363**

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